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Unsecured Creditors Liquidating Trust
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8 UNITED STATES BANKRUPTCY COURT
9 NORTHERN DISTRICT OF CALIFORNIA
10 SAN FRANCISCO DIVISION

11 In re
12 AT HOME CORPORATION, A
DELAWARE CORPORATION, et al.,
13 Debtors.
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Case No. 01-32495 TC

Chapter 11

**DECLARATION OF SCOTT H. McNUTT
IN SUPPORT OF OBJECTION TO JOINT
MOTION OF AT HOME LIQUIDATING
TRUST AND BONDHOLDERS'
LIQUIDATING TRUST FOR ORDER (A)
ENFORCING TERMS OF CONFIRMED
PLAN AND DECISION OF NINTH
CIRCUIT COURT OF APPEALS
REGARDING INTELLECTUAL
PROPERTY ASSETS; AND (B)
INVALIDATING INTELLECTUAL
PROPERTY PROVISIONS OF
SETTLEMENT EXECUTED BY
GENERAL UNSECURED CREDITORS
LIQUIDATING TRUST**

Hearing

Date: August 7, 2009
Time: 9:30 a.m.
Location: U.S. Bankruptcy Court
Courtroom 23
235 Pine Street
San Francisco, California
Judge: Hon. Thomas E. Carlson

1 I, Scott H. McNutt, declare as follows:

2 1. I am an attorney duly admitted to practice before this Court. I am a partner with
3 McNutt Law Group LLP, attorneys of record for Hank M. Spacone, Trustee for the General
4 Unsecured Creditors' Liquidating Trust and the Contested Claims Reserve created under the Joint
5 Plan of Liquidation as amended, modified or supplemented (the "Plan"), confirmed by this Court
6 in the above captioned case on August 15, 2002. If called as a witness, I could and would
7 competently testify to all facts within my personal knowledge except where stated upon
8 information and belief.

9 This declaration is submitted in support of the OBJECTION TO JOINT MOTION OF AT HOME
10 LIQUIDATING TRUST AND BONDHOLDERS' LIQUIDATING TRUST FOR ORDER (A) ENFORCING TERMS
11 OF CONFIRMED PLAN AND DECISION OF NINTH CIRCUIT COURT OF APPEALS REGARDING
12 INTELLECTUAL PROPERTY ASSETS; AND (B) INVALIDATING INTELLECTUAL PROPERTY PROVISIONS
13 OF SETTLEMENT EXECUTED BY GENERAL UNSECURED CREDITORS LIQUIDATING TRUST
14 ("Objection") filed concurrently herewith.

15 2. Attached hereto as **Exhibit A** is a true and correct copy of the Shaw Settlement
16 Agreement and Mutual Release, redacted to exclude dollar amounts only.

17 3. Attached hereto as **Exhibit B** is a true and correct copy of the Debtors' Joint
18 Chapter 11 Plan of Liquidation Dated as May 1, 2002 (June 18, 2002 Modification) confirmed by
19 this Court on August 15, 2002.

20 4. Attached hereto as **Exhibit C** is a true and correct copy of the Disclosure Statement
21 for Debtors' Joint Chapter 11 Plan of Liquidation Dated as May 1, 2002 (June 18, 2002
22 Modification).

23 5. Attached hereto as **Exhibit D** is a true and correct copy of the Committee
24 Settlement Agreement which was filed with this Court as Exhibit A to the Debtors' Joint
25 Chapter 11 Plan of Liquidation Dated as May 1, 2002 (June 18, 2002 Modification).

26 6. Attached hereto as **Exhibit E** is a true and correct copy of the At Home Liquidating
27 Trust Agreement, filed with this Court as Exhibit 2 to the Order Confirming Debtors' Joint
28 Chapter 11 Plan of Liquidation Dated as May 1, 2002 (June 18, 2002 Modification).

7. Attached hereto as **Exhibit F** is a true and correct copy of the Order Denying Bondholders' Motion Regarding Status of Litigation Against Shaw and Proceeds from the Travelocity.com Settlement entered by this Court on November 27, 2002.

I declare under penalty of perjury under the laws of the United States of America that the foregoing is true and correct. Executed July 20, 2009, at San Francisco, California.

/s/ Scott H. McNutt
Scott H. McNutt